

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 6506037

The Registrar of Companies for England and Wales hereby certifies that
ACOOMETI PREMIER SERVICES LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 18th February 2008



N06506037E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House
— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

6506037.

Company Name in full

ACOOMETI PREMIER
SERVICES LIMITED

I, DR TUDOR IHEANYICHUKWU CHINNAH
of 3 CLYST HALL AVENUE, BIGBY, EXETER EX2 7TD

† Please delete as appropriate

do solemnly and sincerely declare that I am a ~~† [Solicitor engaged in the formation of the company]~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

[Signature]

Declared at

61A WEST HAM LANE LONDON E15 4PH

Day Month Year

On 1 2 0 2 2 0 0 8

① Please print name

before me ①

ABIODUN SANMI

TRINITY
SOLICITORS AND COMMISSIONERS
FOR OATHS
61A WEST HAM LANE
STRATFORD, LONDON E15 4PH
TEL 020 8555 3030

Signed

[Signature]

Date

12/02/2008

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public register.

Tel	
DX number	DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2

THURSDAY



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14/02/2008
COMPANIES HOUSE

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Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

ACCOMETI PREMIER
SERVICES LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

3 CLYST HALL AVENUE

DIGBY

Post town

EXETER

County / Region

DEVON

Postcode

EX2 7TQ

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address



Agent's Name

AMAYO AMADI-ALI

Address

FLAT 11 JESSIE DUFFET HOUSE

37 PITMAN STREET

Post town

LONDON

County / Region

Postcode

SE5 0TS

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information

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st



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14/02/2008

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

THURSDAY

Company Secretary (see notes 1-5)

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Company name	ACCOMETI PREMIER SERVICES LTD		
NAME	*Style / Title	DR	*Honours etc
Forename(s)	TUDOR IHEANYICHUKWU		
Surname	CHINMAH		
Previous forename(s)	N/A		
Previous surname(s)	N/A		
Address ††	3 CLYDE HALL AVENUE D19 8Y		
Post town	EXETER		
County / Region	DEVON	Postcode	EX2 7TQ
Country	UNITED KINGDOM		

I consent to act as secretary of the company named on page 1

Consent signature

Date

03-12-07

Directors (see notes 1-5)

Please list directors in alphabetical order

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME	*Style / Title	ENGR	*Honours etc
Forename(s)	DAVIES OLUGBENGA		
Surname	ADERAYO		
Previous forename(s)	N/A		
Previous surname(s)	N/A		
Address ††	SAME AS ABOVE		
Post town			
County / Region		Postcode	
Country			

Date of birth

Day Month Year

30 11 1967

Nationality

NIGERIAN

Business occupation

TELECOM ENGINEER

Other directorships

N/A

I consent to act as director of the company named on page 1

Consent signature*

Date

10/01/2008

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text" value="Dr"/>		*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text" value="TUDOR IHEANWICHUKWU"/>			
	Surname	<input type="text" value="CHIMMAH"/>			
	Previous forename(s)	<input type="text" value="N/A"/>			
	Previous surname(s)	<input type="text" value="N/A"/>			
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††	<input type="checkbox"/>			
		<input type="text" value="3 CLYDE HALL AVENUE"/>			
		<input type="text" value="DUGBY"/>			
	Post town	<input type="text" value="EXETER"/>			
	County / Region	<input type="text" value="DEVON"/>	Postcode	<input type="text" value="EX2 7TQ"/>	
	Country	<input type="text" value="UNITED KINGDOM"/>			
	Date of birth	<input type="text" value="018"/>	<input type="text" value="018"/>	<input type="text" value="1191611"/>	Nationality <input type="text" value="BRITISH"/>
	Business occupation	<input type="text" value="UNIVERSITY LECTURER"/>			
	Other directorships	<input type="text" value="N/A"/>			
<input type="text"/>					
I consent to act as director of the company named on page 1					
Consent signature	<input type="text" value="H. Iheanwiche"/>			Date	<input type="text" value="03-12-07"/>

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).	Signed	<input type="text" value="H. Iheanwiche"/>	Date	<input type="text" value="03-12-07"/>
	Signed*	<input type="text" value="D. Iheanwiche"/>	Date	<input type="text" value="10-01-08"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>
	Signed	<input type="text"/>	Date	<input type="text"/>

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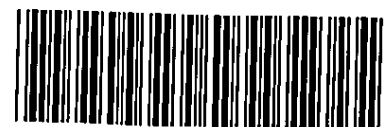
COMPANIES ACTS, 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ACOOMETI PREMIER SERVICES LIMITED

The Company's name is ACOOMETI PREMIER SERVICES LIMITED

- 1 The registered office of the company will be situated in England and Wales
- 2 The objects for which the company is established are

(A) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following business namely

A general commercial company, dealers in property and estates, property developers, property managers, estate agents, manufacturers, importers, exporters, agents dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials, warehousemen, storage contractors, shipping and forwarding agents; insurance agents and brokers, accountants, financiers, financial agents and to act as nominees, trustees, agents, factors, brokers, executors, administrators, receivers for or otherwise on behalf of companies, corporations, firms or persons, builders, scaffolders, contractors, heating and ventilation engineers and contractors, refrigeration engineers, specialist and contractors, decorators, painters bricklayers, carpenters, shuttering manufacturers and erectors, joiners, public works contractors, plasterers, plumbers, electricians, shop front fitters, builders' and decorators, merchants, civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers, welders, sheet metal workers, blacksmiths, motor engineers, garage proprietors, car hire service, taxi proprietors and operators, travel agents, tour operators, proprietors of vehicles and vessels of all kinds, transport and haulage contractors, general engineers, tool makers, booking agents for, and managers of theatres, cinemas and all other kinds of entertainment's and sporting events, turf and sporting accountants in all their branches, proprietors of shops, cafes, clubs, hotels and restaurants, catering contractors, dealers in foods and provisions of all kinds, wine and spirit merchants, butchers, grocers, greengrocers, fishmongers and poultry merchants, farmers, florists, horticulturists, bankers' confectioners, tobacconists, ironmongers, hardware merchants, dealers in plastics of all kinds, antique dealers, furniture manufacturers and dealers, leather and fancy goods dealers, jewelers, radio television and electrical retailers, dealers and repairers, toys, games and sports equipment dealers, photographers and dealers in all kinds of photographic material and equipments, films producers and distributors, textile merchants, tailors, fashion designers ladies and



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hairdressers; manufacturing and retail chemists, printers, publishers, stationers, advertising and publicity agents, public relation specialists, consultants, business dealers, market research specialist, business advisers, mail order specialists, dyers and contractors, provision of security services, plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world

(B) To carry on any other business which in the opinion of the Company may seem capable of being conveniently carried out in connection with or as ancillary to any of the above business or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital

(F) To apply for, purchase or otherwise acquire any patents, licenses and the likes, conferring any exclusive or non-exclusive or limited right of use or any secret or other information as to any invention which may seem capable of being used or any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any rights and information so acquired

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company having objects wholly or in part similar to the objects of the Company or carry on any business capable of being conducted so as directly or indirectly to benefit the Company

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures debenture stocks, bonds stocks, and securities of any company,

whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such time and upon such terms and conditions as to remuneration and otherwise as may be agreed upon

(I) To invest and deal with monies of the Company not immediately required for the purposes of its business in or upon such investment and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investment or securities

(J) To lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations, contracts or engagements of any other company or person

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority, objects or any of them, or to obtain or to endeavor to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other company

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any persons, firm or company carrying on or proposing to carry on any business which the Company is authorized to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts, and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any company formed or to be formed

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stocks, or securities or any other company formed or to be formed

(O) To promote, finance or assist any other company for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company

(P) To pay all or any of the preliminary expenses of the Company and any company

formed or promote by the Company

(Q) To remunerate any person, firm or company rendering services to the company such manner as may be thought expedient

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, script, warrants and other transferable or negotiable instruments

(S) To distribute among the members in specific any property of the Company, or any proceeds of sale or disposition of any property of the Company, and such a purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction, (if any) for the time being required by law

(T) To purchase or otherwise acquire all or part of the business or assets of any person, firm or company carrying on or formed to carry on any business, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations, relating to the business or property so purchased or acquired

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise

(V) To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them


(W) The liability of the members is limited


(X) The share capital of the company is £100 divided into 100 shares of £1 each

(Y) The shares in the original or any increased capital of the company may be issued with such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise as the company may from time to time determine. The rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association

We, the subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum, and we agree to take the number of Shares shown opposite our respective names

NAME AND ADDRESS OF SUBSCRIBERS

	<u>NO OF SHARES</u>	<u>SIGNATURE</u>
ENGR DAVIES OLUGBENGA ADEBAYO 3 Clyst Halt Avenue Digby Exeter Devon EX2 7TQ	1	

Dr TUDOR IHEANYICHUKWU CHINNAH 3 Clyst Halt Avenue Digby Exeter Devon EX2 7TQ	1	
--	---	---

DATED 30th November, 2007

WITNESS to the signatures

ANAYO AMADI-ALI

A handwritten signature in black ink, appearing to read 'Anayo Amadi-Ali', with a long, sweeping flourish extending to the right.

FLAT 11 JESSIE DUFFET HOUSE
37 PITTMAN STREET
LONDON
SE5 OTS

COMPANIES ACTS, 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

ACOOMETI PREMIER SERVICES LIMITED

PRELIMINARY

1 The Company shall be a private company within the meaning of the Companies Act, 1985 (herein after referred to as "the Act") and subject as herein after provided by the regulations contained in The Companies (Table A to F) Regulations 1985 as in force at the date of incorporation of the Company.

Such regulations (hereinafter referred to as "Table A") shall apply to the Company

2 Regulations 60, 61, 64, 73, 74, 75, 81(e), 89, 94, 95, 96, 97 and 98 of Table A shall not apply to the Company but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company

GENERAL MEETINGS

3 In every notice calling a member who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of that member and that the proxy need not be a member of the Company Every notice calling a General Meeting of the Company shall also be sent to the current Auditors of the Company

4 One member may constitute a quorum where the company is a single member company

AUDITORS

5 The appointment of an auditor shall be subject to the regulations concerning exemption from such an appointment where the relevant criteria as defined by the Act are met

CAPITAL

6 The company is a limited company limited by share, within the meaning of the Act

7 The directors of the company authorised during the period of five years from the date of incorporation of the company, to allot, grant options over or otherwise dispose of the original share capital of the company, in accordance with the provisions of Articles 8 and 9 hereof, and provided that no share shall be issued at a discount

8 Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created, shall, before they are issued, be offered to the members in

proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer, if not accepted shall be deemed declined, and after the expiration of such time or on intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such a manner as they think most beneficial to the company. The provisions of section 89 of the Act shall have effect only insofar as they are not inconsistent with this Article

9 A member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in writing of such intention to the directors of the Company giving particulars of the share in question. The directors as for the member giving such notice may dispose of such shares or any of them members of the Company at a price to be agreed between the transferee and the Directors, or failing agreement, at a price fixed by the Company as the fair value of the share. If within twenty-eight days from the date of the said notice the Directors are to find a member or members willing to purchase all such shares, the transferer dispose of so many of such shares as shall remain indisposed of in any manner he think within three months from the date of said notice. Where the Company auditor, an individual or body eligible for appointment as per the Companies shall be chosen to fix the price

APPOINTMENT OF DIRECTORS

10 The first director of directors of the Company shall be determined in writing by subscriber(s) to the Memorandum of Association, pursuant to section 10 of the Act

11. Unless otherwise determined by ordinary resolution the numbers of directors (alternate directors) shall not be more than one.

12 A person may be appointed a director of the Company notwithstanding that he attained the age of seventy years and no directors shall be liable to vacate the position by reason only of having attained that age or any other age

PROCEEDINGS OF DIRECTORS

13 A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising there out, and if he/she shall so vote, vote shall be counted and shall be reckoned in estimating a quorum when any contract or agreement is under consideration

14 The necessary quorum for the transaction of the directors may be fixed by and unless so fixed, shall be two, except when one director is in office. A person who holds office only as an alternate director shall, if his appointee is not present be counted in the quorum

15 The directors may exercise all of the powers mentioned in the Memorandum of Association as contained in part 3

SECRETARY

16 The first secretary of the Company shall be determined in writing by the subscriber(s) to the Memorandum of Association, pursuant to Section 10 of the Act

17 In accordance with the provisions of the Act, the Company need not have a seal If it does have a seal Regulation 101 of Table A shall apply

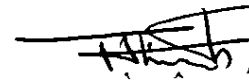
NAME AND ADDRESS OF SUBSCRIBERS

SIGNATURE

ENGR DAVIES OLUGBENGA ADEBAYO
3 Clyst Halt Avenue
Digby
Exeter
Devon
EX2 7TQ



Dr TUDOR IHEANYICHUKWU CHINNAH
3 Clyst Halt Avenue
Digby
Exeter
Devon
EX2 7TQ



DATED 30TH November, 2007

WITNESS to the signatures

ANAYO AMADI-ALI

FLAT 11 JESSIE DUFFET HOUSE
37 PITTMAN STREET
LONDON
SE5 OTS

